

ARTICLES OF INCORPORATION UNDER THE
GENERAL NOT FOR PROFIT CORPORATION ACT
V.A.M.S. 355.045

TO THE SECRETARY OF STATE, JEFFERSON CITY, MISSOURI:

We, the undersigned:

No. MP-8605



STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Department

Certificate of Incorporation
A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of _____
MEDICAL CENTER OF INDEPENDENCE, INC.

have been received and filed in the office of the Secretary of State and which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri;

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare _____
MEDICAL CENTER OF INDEPENDENCE, INC.

a body corporate, duly organized this day, that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is _____

4009 South Forest, Independence,

and that its period of existence is perpetual

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed the GREAT SEAL of the State of Missouri, at the City
of Jefferson, this 12th day of September, 19 68

James C. Kirkpatrick
Secretary of State
J. R. [Signature]
Deputy Secretary of State

RECEIVED OF: MEDICAL CENTER OF INDEPENDENCE, INC.
Ten and no/100 _____ Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

No. MP-8605

[Signature]
Deputy Secretary of State

Hubert Dalton
Hubert Dalton
Richard A. Jenkins
Richard A. Jenkins
R. Milton James
R. Milton James

STATE OF MISSOURI)
COUNTY OF JACKSON) ss.

I, the undersigned, a Notary Public, do hereby certify that on the 10th day of September, 1968, HUBERT DALTON, RICHARD A. JENKINS and R. MILTON JAMES personally appeared before me and being first duly sworn by me severally acknowledged that they signed as their free act and deed the foregoing document in the respective capacities therein set forth, and declared that the statements therein contained are true, to their best knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.

Wanda R. Jackson
Notary Public

My Commission Expires:

October 17, 1970.

No. N-8605



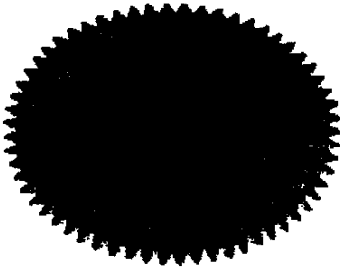
STATE of MISSOURI
JAMES C. KIRKPATRICK, Secretary of State

Corporation Division

**Certificate of Amendment
of a
General Not For Profit Corporation**

WHEREAS, MEDICAL CENTER OF INDEPENDENCE, INC.
a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered
to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all re-
spects complied with the requirements of law governing the amendment of Articles of Incorporation
under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, do here-
by certify that I have filed said Articles of Amendment as provided by law, and that the Articles of
Incorporation of said corporation are amended in accordance therewith.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed
the GREAT SEAL of the State of Missouri, at the City of Jefferson,
this 20th day of JUNE, 18 75

James C. Kirkpatrick
Secretary of State

RECEIVED OF: MEDICAL CENTER OF INDEPENDENCE, INC.
FIVE DOLLARS AND No/100----- Dollars \$ 5.00

For Credit of General Revenue Fund, on Account of Amendment Fee.

No. N-8605

Dorothy M. Miller
Deputy Collector of Revenue

CONF. NO. 1

P.04

SEC OF STATE

JUN-06-1997 12:23

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION

HONORABLE JAMES C. KIRKPATRICK
SECRETARY OF STATE
STATE OF MISSOURI
JEFFERSON CITY, MISSOURI 65101

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is MEDICAL CENTER OF INDEPENDENCE, INC.
2. There are no members, having voting rights with respect to amendments.
3. At a meeting of Directors (members having no voting rights with respect to amendments) held on June 19, 1975, same receiving the votes of a majority of the directors then in office, the following amendment or amendments were adopted in the manner prescribed by the "General Not For Profit Corporation Law" of the State of Missouri:

(1) Paragraph 5 is amended to read as follows:

"5. The corporation is organized for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and in furtherance thereof it shall have power:

To build, or acquire by purchase or lease, a general hospital in Independence, Missouri; to furnish and equip said hospital; to do all things necessary to operate said hospital in such manner as to provide full hospital services for the citizens of the community and others, and to advance the interests of medical science, on a not for profit basis."

(2) Paragraph 7 is amended to read as follows:

"7. The corporation shall have all of the powers granted by law to corporations organized under the "Not

For Profit Corporation Law of Missouri, Chapter 355, Revised Statutes of Missouri, 1959, as amended. However, only such powers will be exercised as are within the scope of Section 501(c)(3) of the Internal Revenue Code."

(3) Paragraph 9 is amended to read as follows:

"9. The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, such power of amendment being vested in the Board of Directors; provided, that the amended provisions remain within the scope of Section 501(c)(3) of the Internal Revenue Code."

(4) Paragraph 10 is amended to read as follows:

"10. Subject only to the terms and conditions as set forth in the order of reorganization entered in the case of Lutheran Missionary Homestead Association, Inc., No. 33848, United States District Court for the Western District of Missouri, the members of the Board of Directors may at any time upon the affirmative unanimous vote of the members of the Board of Directors and as provided by law, voluntarily dissolve the corporation and convey its assets and properties to the State of Missouri, any county or municipality of the State, or to any other corporation holding a charter from the State of Missouri for purposes not of individual profit and for the purpose of operating a non-profit general hospital."

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its President, and its Secretary, this 19th day of June, 1975.

MEDICAL CENTER OF INDEPENDENCE, INC.

By [Signature] its President
[Signature] its Secretary

(CORPORATE SEAL)

STATE OF MISSOURI)
COUNTY OF JACKSON) ss.

I, [Signature] a Notary Public, do hereby certify that on the 19th day of June, 1975, [Signature] personally appeared before me and, being first duly sworn by me, acknowledged that he signed as his free act and deed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true, to his knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

(NOTARIAL SEAL)

[Signature]
Notary Public

My Commission Expires: August 28, 1976

FILED AND CERTIFICATE
ISSUED

JUN 20 1975

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[Signature]
Corporation Seal, SECRETARY OF STATE

SEC OF STATE

JUN-26-1997 12:23

P.06

No. N00008605



STATE OF MISSOURI

ROY D. BLUNT, Secretary of State
CORPORATION DIVISION

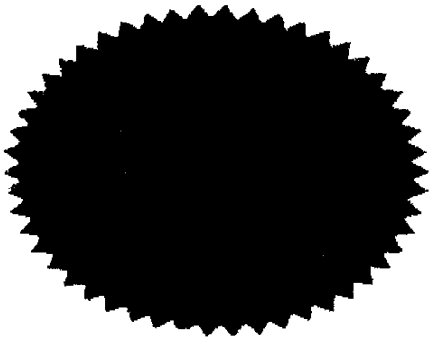
Certificate of Amendment of a General Not For Profit Corporation

WHEREAS, MEDICAL CENTER OF INDEPENDENCE, INC.

a corporation organized under The General Not For Profit Corporation Law of Missouri has delivered to me duplicate originals of Articles of Amendment of its Articles of Incorporation and has in all respects complied with the requirements of law governing the amendment of Articles of Incorporation under The General Not For Profit Corporation Law of Missouri.

NOW, THEREFORE, I, ROY D. BLUNT, Secretary of State of the State of Missouri, do hereby certify that I have filed said Articles of Amendment as provided by law, and that the Articles of Incorporation of said corporation are amended in accordance therewith.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the GREAT SEAL of the State of Missouri. Done at the City of Jefferson, this 11th day of March, 19 91.



Roy D. Blunt
Secretary of State

Fee \$ 5.00

Corp. #7 (5-90)

P. 07

SEC OF STATE

JAN-06-1997 12:24

FILED AND CERTIFICATE
ISSUED

MAR 11 1991

Roy D. Blunt
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF A
GENERAL NOT FOR PROFIT CORPORATION
(To be submitted in duplicate by an Attorney)

CERTIFICATE OF AMENDMENT

THE HONORABLE ROY D. BLUNT
SECRETARY OF STATE
STATE OF MISSOURI
P.O. BOX 778
JEFFERSON CITY, MISSOURI 65102

The undersigned Corporation, for the purpose of Amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the Corporation is: MEDICAL CENTER OF INDEPENDENCE, INC.
2. There are no members having voting rights with respect to amendments.
3. At a meeting of directors held on February 25, 1991 (the Corporation having no members and in lieu of members having a self-perpetuating Board of Directors), the following Amendment of the Articles of Incorporation of Medical Center of Independence, Inc. was duly adopted upon the affirmative votes of a majority of the directors of the Corporation then in office:

DENISE
→ 573-751-4609

**AMENDED IN ENTIRETY
ARTICLES OF INCORPORATION
OF A GENERAL NOT FOR PROFIT CORPORATION
(1991)**

1. The name of the Corporation is: MEDICAL CENTER OF INDEPENDENCE, INC.
2. The period of duration of the Corporation is: perpetual.
3. The address of the registered agent in the State of Missouri is:

3200 South M-291
Independence, Missouri 64057

County of Jackson, and the name of the Corporation's registered agent at said address is: E. Lyn Crowley.

4. The reorganized first Board of Directors is attached hereto marked Exhibit A and by this reference incorporated herein. The number of directors of the Corporation shall be not less than ten (10), and subject to such limitation, shall be fixed from time to time by the By-Laws of the Corporation and may be increased or decreased by amendment to the By-Laws.
5. The Corporation is organized as a not-for-profit corporation under The General Not-For-Profit Corporation Law of the State of Missouri, and the purposes for which the Corporation is organized are exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended, including, but not limited to:
 - (a) To acquire and operate a general acute care hospital in Independence, Missouri, to furnish and equip said hospital, and to do all things necessary to operate said hospital in a manner to provide acute care hospital services for the citizens of the community and others, and to advance the interest of medical science on a not-for-profit basis;
 - (b) To care for the sick and injured and to improve the health care of the community, and to operate and maintain hospitals, clinics, laboratories and other facilities for the treatment of the sick and injured;
 - (c) To conduct research, experiments, studies, laboratory work, and scientific investigation relating to the human body and to the causes, effects, diagnosis, treatment and prevention of diseases, disorders and abnormalities of the human body.

- (d) To conduct or take part in educational and training programs and courses of instruction in the field of medicine, preventative medicine and nursing; and
 - (e) To promote and assist in the promotion of the good health of the people in the community.
6. The Corporation shall have all of the powers conferred by The General Not for Profit Corporation Law of the State of Missouri, except that the Corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code.
7. The Corporation shall have only one (1) class of membership. Subject to the requirements of law and the provisions set forth herein, additional qualifications, rights, powers and privileges of the membership of the Corporation shall be as determined and set forth in the By-Laws.
8. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any private person and no director, officer, employee or agent of the Corporation, nor any individual connected in any way with the Corporation, shall at any time receive any of the net earnings of any pecuniary profit from the operation of the Corporation, provided that this prohibition shall not prevent the payment to individual persons such reasonable compensation for services rendered to or for the Corporation in effecting any of its purposes as may be determined by the Board of Directors. No such person or persons shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be or involve the carrying on of propaganda, lobbying or otherwise attempting to influence legislation, and the Corporation shall not participate in nor intervene in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles or the corporate By-Laws, the Corporation shall not carry on any activities not permitted by a corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code as said section now exists or may be hereafter amended.
9. On dissolution of this Corporation, all of its assets remaining after satisfaction of the outstanding debts of the Corporation shall be distributed to one or more organizations exempt from federal income tax under Internal Revenue Code § 501(c)(3), or any successor provision thereto, as the Corporation may designate by resolution of its Board of Directors, subject to the approval of the member of the Corporation.

10. No member, director, or officer of the Corporation shall be individually liable for the debts or any other liability of the Corporation.

IN WITNESS WHEREOF, the undersigned Corporation has caused this Certificate of Amendment to be executed by its President and Secretary this 25th day of February, 1991.

MEDICAL CENTER OF INDEPENDENCE, INC.

(CORPORATE SEAL)

By: E. Lyn Crowley
E. Lyn Crowley, President of
the Board

ATTEST:

Faye Thomas
Faye Thomas, Secretary

ACKNOWLEDGMENT

STATE OF MISSOURI)
) ss.
COUNTY OF JACKSON)

I, TERRY L. FORBES, a Notary Public, do hereby certify that on this 25th day of February, 1991, E. LYN CROWLEY, President of the Board of Medical Center of Independence, Inc., a Missouri not for profit corporation, personally appeared before me and being first duly sworn by me, declared that he is the President of the Board of Medical Center of Independence, Inc. and he acknowledged that he signed the foregoing Certificate of Amendment as the President of the Board of Medical Center of Independence, Inc. and he declared the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year last above written.

Terry L. Forbes
Notary Public

My Commission Expires:

TERRY L. FORBES
Notary Public - State of Missouri
Commissioned in Jackson County
My Commission Expires Aug. 28, 1994

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SEC OF STATE

JUN-06-1997 12:25

CONSENTED TO AND APPROVED:

E. Lynn Crowley
E. Lynn Crowley

Faye Thomas
Faye Thomas

Jerry Kuhn
Jerry Kuhn

Elmer Kuhn
Elmer Kuhn

Frederick W. Hahn, M.D.
Frederick Hahn, M.D.

Calvin Lentz, M.D.
Calvin Lentz, M.D.

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SEC OF STATE

JAN-06-1997 12:26

Board of Directors of the
Medical Center of Independence, Inc.

March 1, 1991

Arthur Brand
E. Wynn Presson
Richard W. Brown
Lennie Wyre
Jerry Alyea
Frederick Hahn, M.D.
E. Lyn Crowley
Elmer Kuhn
Faye Thomas
Calvin Lentz

EXHIBIT A

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SEC OF STATE

JAN-06-1997 12:26

STATE OF MISSOURI



Rebecca McDowell Cook
Secretary of State

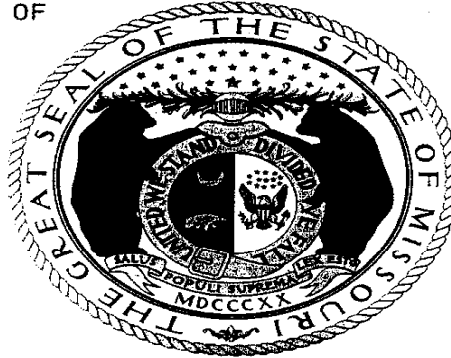
CORPORATION DIVISION
CERTIFICATE OF AMENDMENT
OF A
MISSOURI NONPROFIT CORPORATION

WHEREAS,
MEDICAL CENTER OF INDEPENDENCE, INC.

A CORPORATION ORGANIZED UNDER THE MISSOURI NONPROFIT CORPORATION LAW HAS DELIVERED TO ME DUPLICATE ORIGINALS OF ARTICLES OF AMENDMENT OF ITS ARTICLES OF INCORPORATION AND HAS IN ALL RESPECTS COMPLIED WITH REQUIREMENTS OF LAW GOVERNING THE AMENDMENT OF ARTICLES OF INCORPORATION UNDER THE MISSOURI NONPROFIT CORPORATION LAW, AND THAT THE ARTICLES OF INCORPORATION OF SAID CORPORATION ARE AMENDED IN ACCORDANCE THEREWITH.

IN TESTIMONY WHEREOF, I HAVE SET MY HAND AND IMPRINTED THE GREAT SEAL OF THE STATE OF MISSOURI, ON THIS, THE 23RD DAY OF OCTOBER, 1998.

Rebecca McDowell Cook
Secretary of State



\$10.00

STATE OF MISSOURI

Rebecca McDowell Cook, Secretary of State
P. O. BOX 778, Jefferson City, MO 65102

Corporation Division
FILED AND CERTIFICATE
ISSUED

OCT 23 1998

Articles of Amendment
for a Nonprofit Corporation
(Submit in duplicate with filing fee of \$10.00)

The undersigned corporation, for the purpose amending its articles of incorporation, hereby executes the following articles of amendment:

(1) The name of corporation is: Medical Center of Independence

(2) The text of the amendment adopted October 20, 1998, is as follows:

The current Article 7 is deleted in its entirety with the following substituted therefor: "Article 7: The corporation is a membership corporation. The sole member of the corporation is Health Midwest - Independence, a Missouri public benefit corporation, which shall have the sole vote on all matters requiring a membership vote. The other conditions and rights of membership shall be established by the Bylaws."

(3) If approval of members was not required, and the amendment(s) was approved by a sufficient vote of the board of directors or incorporators, check here and skip to number (5): _____

(4) If approval by members was required, check here and provide the following information: X

A. Number of Memberships outstanding: 1

B. Complete either i or ii.

i. Number of votes for and against the amendment(s) by class was:

Class:	Number entitled to vote:	Number voting for:	Number voting against:
<u>Sole Member</u>	<u> 1 </u>	<u> 1 </u>	<u> 0 </u>

ii. Number of undisputed votes cast for the amendment(s) was sufficient for approval, and was:

Class: Number voting undisputed:

The number of votes cast in favor of the amendment(s) by each class was sufficient for approval by that class.

(5) If approval of the amendment(s) by some person(s) other than the members, the board or the incorporators was required pursuant to section 355.606, check here to indicate that approval was obtained: NA

In affirmation of the facts stated above,

Mike Chappelow (Mike Chappelow) President 10/20/98
(Authorized signature of officer or chairman of the board) (Title) (Date of signature)